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TALLAHASSEE, FLORIDA

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT:

TOP NOTCH HOLDINGS, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

SHELBY MCINTYRE
(Name of Person)

(Firm/Company)

512 WEST CURTIS ST.
(Address)

TAMPA, FL. 33603
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

SHELBY MCINTYRE
(Name of Person)

at (813) 944-7013
(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$25.00 Filing Fee



\$30.00 Filing Fee &
Certificate of Status



\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)



\$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

Top Notch Holdings, LLC.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on 05/09/2007 and assigned document number 161673669.

SECOND: This amendment is submitted to amend the following:

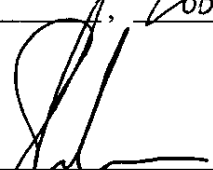
NAME CHANGE TO: APHELION FILM, LLC

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TALLAHASSEE, FLORIDA

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Dated

August 2, 2007


Signature of a member or authorized representative of a member

SHERRY MCINTYRE
Typed or printed name of signee

Filing Fee: \$25.00